

HOGAN & HARTSON

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September 29, 1993

SEP 29 1993 - 2 35 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sydney L. Strickland
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20432

SEP 29 1993 - 2 35 PM

SEP 29 1993 - 2 35 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and two certified photostatic copies of each of the following two documents.

1. Third Supplemental Equipment Trust Agreement dated as of September 17, 1993, between Union Tank Car Company as "Company" and Continental Bank, N.A., as "Trustee."
2. Bill of Sale from Continental Bank, N.A. as trustee under Equipment Trust Agreement dated as of October 1, 1988 (Series P-8) to Union Tank Car Company.

A description of the railroad equipment covered by each of the enclosed two documents is set forth in Schedule A to the Third Supplemental Equipment Trust Agreement dated as of September 17, 1993, which is hereby substituted for the equipment described in Schedule B to the Second Supplemental Trust Agreement, dated as of July 23, 1993.

These documents are to be filed in recordation No. 15888 as supplements to Equipment Lease Agreement (Series P-8).

HOGAN & HARTSON

Mr. Sydney L. Strickland
September 29, 1993
Page 2


The names and addresses of the aforementioned parties to the enclosed documents are:

1. Union Tank Car Company
111 West Jackson Boulevard
Chicago, IL 60604
2. Continental Bank, N.A.
231 South LaSalle Street
Chicago, IL 60697

Enclosed are two checks in the amount of \$16.00 each payable to the order of the Interstate Commerce Commission, covering the required recordation fee for each document. Kindly return two stamped photostatic copies of each of the two enclosed documents as well as a stamped photostatic copy of this letter by return messenger.

Please contact me with any questions that you may have concerning the above.

Sincerely,



Jennifer M. Halliday
Legal Assistant

Enclosures

cc: Patrick J. Allen, Esq.
Peter F. Rousselot, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

9/29/83

OFFICE OF THE SECRETARY

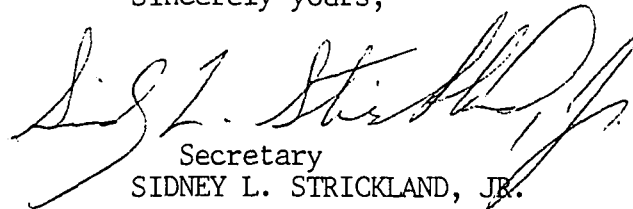
Jennifer M Halliday
Legal Assistant
Hogan & Hartson
555 13th St N.W.
Washington, D.C. 20004

Dear Ms Halliday

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 9/29/93 at 2:55pm , and assigned
recording number(s).

15888-E & 15888-F

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

274 *

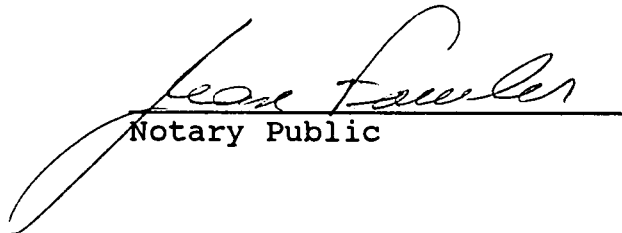
STATE OF ILLINOIS)
COUNTY OF COOK)

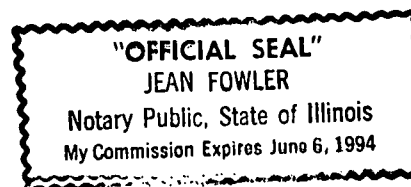
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SEP 29 1993 - 2 55 PM
INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Third Supplemental Trust Agreement dated as of September 17, 1993 with the original document thereof and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 24th day of September, 1993.


Notary Public



THIRD SUPPLEMENTAL TRUST AGREEMENT
UNION TANK CAR COMPANY (SERIES P-8)

SEP 29 1993 -2 55 PM
INTERSTATE COMMERCE COMMISSION
15888-E

THIS THIRD SUPPLEMENTAL TRUST AGREEMENT, dated as of September 17, 1993, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Continental Bank, N.A. ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of October 1, 1988, providing for the issue of its Equipment Certificates (Series P-8) in the aggregate principal amount of \$48,750,000.

B. Company desires to comply with Section 4.07 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

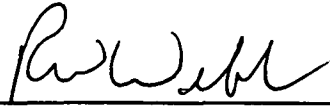
Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: _____



R. C. Gluth,
Executive Vice President

Attest:


Robert W. Webb, Secretary

CONTINENTAL BANK, N.A.

By: _____


G. M. Carroll, Vice President

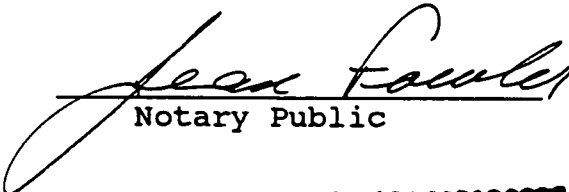
Attest:


Trust Officer

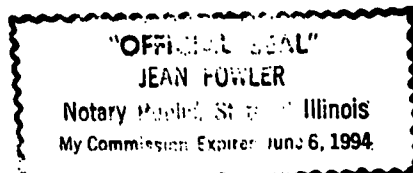
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STATE OF ILLINOIS)
)
COUNTY OF COOK) ss

On this 17th day of September, 1993, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

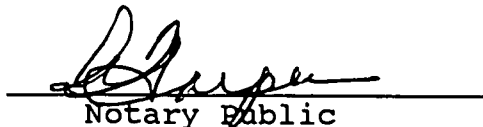

Notary Public

My Commission Expires:



STATE OF ILLINOIS)
)
COUNTY OF COOK) ss

On this 23rd day of September, 1993, before me personally came G. M. Carroll, to me known, who, being by me duly sworn, did depose and say that he/she is Vice President of Continental Bank, N.A., one of the corporations described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he/she signed his/her name thereto by like order.


Notary Public

My Commission Expires:



UTC2044P

PROGRAM ACTB1025

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE A - DESCRIPTION OF EQUIPMENT
FOR SUBSTITUTION

RUN DATE: 09/09/93

CERTIFICATE TRUST SERIES: P008

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
9	C214	5,800	UTCX58893-UTCX58900,UTCX58903
1	T095	19,000	UTLX200537
2	T104	16,000	UTLX630068-UTLX630069
3	T105	20,000	UTLX640110,UTLX640114,UTLX640116
35	T106	23,500	UTLX200233,UTLX200235,UTLX200237,UTLX200239- UTLX200240,UTLX200242-UTLX200271
39	T108	30,000	UTLX100002-UTLX100003,UTLX200277-UTLX200313

89	TOTAL		

PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF RETIRED EQUIPMENT
TERMINATED EQUIPMENT

RUN DATE: 09/09/93

CERTIFICATE TRUST SERIES: P008

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
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69	C214	5,800	UTCX47273,UTCX47275-UTCX47276,UTCX47278- UTCX47342,UTCX47374

69 TOTAL			